

**13<sup>th</sup> June, 2024**

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai — 400001.

Scrip code / Scrip ID: 542770/ALPHALOGIC

**Sub: Submission of Notice of 06th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are enclosing herewith Notice of 06th Annual General Meeting of the Company for the financial year 2023-24 to be held on Saturday, July 06, 2024, at 04:00 p.m. through Video Conferencing/Other Audio-Visual Means. The aforesaid notice has also been sent to all eligible shareholders through electronic means and are also available on the website of the Company at [www.alphalogicinc.com](http://www.alphalogicinc.com).

This is for the information and record.

Thanking You.

Yours faithfully,

**For Alphalogic Techsys Limited**

**Vanshika Sharma**  
**Company Secretary & Compliance Officer**

**-NOTICE-**

**NOTICE** is hereby given that the Sixth (06<sup>th</sup>) Annual General Meeting of the members of Alphalogic Techsys Limited will be held on Saturday the 06<sup>th</sup> Day of July 2024 at 04:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

**ORDINARY BUSINESS:**

- 1. To consider and adopt the Audited Standalone & Consolidated Financials of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the Report of the Directors and Auditors thereon.**

*“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the company for the financial year ended March 31, 2024, together with the report of the Auditors thereon and of Board of Directors be and are hereby considered and adopted.”*

- 2. To Appoint the director in place of appointment of Mr. Vedant Goel (DIN 08290832) as a director liable to retire by rotation and being eligible to offer himself for re-appointment.**

*“RESOLVED THAT Mr. Vedant Goel (DIN 08290832) who retires by rotation and being eligible to offer himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.”*

- 3. To consider and re-appoint M/s Patki and Soman, Chartered Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration.**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

*“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Patki and Soman, Chartered Accountants (Firm Registration No. 107830W) be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of 4 (Four) consecutive years to hold office from the conclusion of this 6<sup>th</sup> Annual General Meeting until the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company from time to time in consultation with them.”*

**SPECIAL BUSINESS:**

- 4. To increase the authorized share capital and alteration in Capital Clause “V” Of Memorandum of Association of the Company.**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 33,00,00,000/- (Rupees Thirty-Three Crores Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each by creating additional 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- each ranking pari-pasu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

**V. The Authorized Share Capital of the Company is Rs. 33,00,00,000/- (Rupees Thirty-Three Crores Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 05/- (Rupees Five Only) each.”**

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **5. To Consider and approve issuance of Bonus Equity Shares.**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution), and subject to such other approvals, consents, permissions as may be necessary, consent of the members be and is hereby granted to capitalize the sum of up to Rs. 7,06,96,425/- (Rupees Seven Crores Six Lakhs Ninety-Six Thousand Four Hundred and Twenty-Five Only), out of the Capital Redemption Reserve, General Reserve, Retained Earnings, Securities Premium Account and/or any other permitted reserves/ surplus of the Company for the purpose of issue of bonus equity shares of Rs. 5/- each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 5/- each of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depositories as on the record date, to be determined by the Board, in proportion of 14:48 i.e. 14 (Fourteen) equity share of nominal value ₹ 5/- (Rupees Five Only) each for every 48 (Forty-Eight) equity shares of nominal

value of ₹ 5/- (Rupees Five Only) each held.”

**“RESOLVED FURTHER THAT** the Board of Directors confirm with reference to the issue of bonus shares that:

- The existing equity shares of the company are fully paid up.
- The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- The Company is authorized by the Articles of Association to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of any statutory dues.”

**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares.”

**“RESOLVED FURTHER THAT** pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares shall be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form and shall be credited in electronic form to the allottees.”

**“RESOLVED FURTHER THAT** the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to round off those fractional shares to the lower integer and no certificate or coupon or cash shall be issued for fraction of equity shares. The board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, any of the Directors be and is hereby authorized to take necessary step to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

**6. To approve existing as well as new material related party transactions with Company and/or its Subsidiaries.**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

***“RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 (the ‘Act’) read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company’s policy on Related Party Transactions, and any other applicable provisions including any amendments thereto for the time being in force, consent of the members of the Company be and is hereby accorded, to enter into contract(s)/arrangement(s)/ transaction(s) with related parties as prescribed in section 2 (76), in which any of the Director(s) of the Company is interested in any capacity whatsoever, for the purchase and sale of goods & rendering or availing of services, any transfer of resources, services or obligations to meet its objectives/requirements and any such transactions as termed as related party transaction under any law for the time being in force, as the Board may deem fit for the operations of the Company and on such terms and conditions as the Board of Directors may deem fit, to a maximum aggregate value of Rs. 80,00,00,000 (Eighty Crore Only) for the F.Y. 2024-25 and thereafter, provided that the said contract(s) /arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”*

***“RESOLVED FURTHER THAT** all the material related party transactions entered into by the company during the financial year 2023-24 be and is hereby ratified and approved.”*

***“RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to related party transactions to be entered into by Subsidiary of the company i.e., Alphalogic Industries Limited in relation to any contract(s)/arrangement(s)/transaction(s) with related parties as prescribed in section 2 (76), in which any of the Director(s) of the Subsidiary Companies is interested in any capacity whatsoever, for the purchase and sale of goods & services and any such transactions as the Board of Subsidiary companies may deem fit for their operations and on such terms and conditions as the Board of Subsidiary companies may deem fit, to a maximum aggregate value of Rs. 80,00,00,000 (Eighty Crore Only) for the F.Y. 2024-25 and thereafter, provided that the said contract(s) /arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”*

***“RESOLVED FURTHER THAT** Mr. Anshu Goel (DIN: 08290775), Managing Director & CFO of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

**7. To consider and re-appoint Mr. Rohan Kishor Wekhande (DIN: 08197194) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

***“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s)*

thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rohan Kishor Wekhande (DIN: 08197194), who holds office upto June 14, 2024, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years commencing from June 15, 2024 to June 14, 2029, and he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** Mr. Anshu Goel (DIN: 08290775), Managing Director & CFO of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**8. To consider and re-appoint Mr. Anshu Goel (DIN: 08290775) as Managing Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed by the Board of Directors, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Anshu Goel (DIN: 08290775) as the Managing Director of the Company for a period of five years commencing from from June 15, 2024 to June 14, 2029, upon such terms and conditions and remuneration as set out in the Explanatory Statement annexed herewith (including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with a discretion to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Anshu Goel.”

**“RESOLVED FURTHER THAT** Mr. Anshu Goel {DIN:08290775) in the capacity of Managing director will be entrusted with such powers, authorities, function, duties, responsibilities, etc. as may be decided by the Board from time to time.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Anshu Goel {DIN:08290775), the payment of salary shall be governed by the limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be required to give effect to this resolution.”

**9. Approval for raising of capital by way of further public issue, debt issue, preferential allotment, rights issue, ADRs, private placement, qualified institutions placement (“QIP”), or any other method in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), and other applicable law, to such investors that may be permitted to invest in such issuance of securities, or any combination thereof, for**

**an amount not exceeding Rs. 105 Crores.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

***“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or amendments thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, to the extent applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreement(s) entered into by the Company with the BSE Limited (“Stock Exchange”) where the Equity Shares having face value of Rs. 05 each of the Company (“Equity Shares”) is listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or reamendments thereof (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“GOI”), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, the Securities and Exchange Board of India (“SEBI”), Stock Exchanges, and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/ or any other instruments and/ or eligible securities representing either equity shares and/ or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as “Securities”), or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) / book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 105 Crores. or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of further public issue, debt issue, preferential allotment, rights issue, ADRs, private placement, qualified institutions placement (“QIP”) in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or any other method in accordance with the provisions of the SEBI ICDR Regulations, and other applicable law, to such investors that may be permitted to invest in such issuance of securities, or any combination thereof, to such investors that may be permitted to invest in such*

*issuance of Securities, including eligible Qualified Institutional Buyers (“QIBs”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, nonresident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular (‘Offering Circular’) as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the ‘Issue’) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.”*

**“RESOLVED FURTHER THAT** *such issue, offer or allotment of Securities shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.”*

**“RESOLVED FURTHER THAT** *in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations):*

- i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;*
- ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;*
- iii. the Equity Shares proposed to be issued / allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;*
- iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;*
- v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;*
- vi. no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;*
- vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;*



- viii. *the relevant date for the purpose of pricing of the Equity Shares (“Relevant Date”) shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;*
- ix. *the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% or such other percentage as per Regulation 176 of SEBI ICDR regulations as may be permitted under applicable law to the QIP Floor Price;*
- x. *the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate reorganization or restructuring;*
- xi. *a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;*
- xii. *no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;*
- xiii. *no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoter in terms of the SEBI ICDR Regulations;*
- xiv. *The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized; and*
- xv. *the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.”*

**“RESOLVED FURTHER THAT** *the Board shall have the authority to decide such price or prices in such manner and where necessary, in consultation with the lead manager(s) and/or book running lead manager(s) and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, which shall not be less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations.”*

**“RESOLVED FURTHER THAT** *for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges.”*

**“RESOLVED FURTHER THAT** *the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of*

according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, severally authorizing any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/ conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to pay any commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchange where the Equity Shares of the Company is listed.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the issue.”

## **10. Alteration of Articles of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of:

### **1. Clause 12 of the Articles of Association of the Company by deleting the same and substituting in its place and stead, the following clause 12:**

*“Subject to the provisions of Section 55 of the Act and the Articles, any preference share may be issued on the terms that are liable to be redeemed on such terms and in such manner as the Company may decide before the issue of the shares.”*

### **2. Deletion of the Clause 12(A).**

### **3. Clause 8 of the Articles of Association of the Company by deleting the same and substituting in its place and stead, the following clause 8:**

**Clause 8: “(1) Further Issue of Share Capital**

*The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to-*

- a) *persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or*
- b) *employees under any scheme of employees' stock option; or*
- c) *any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.*

***(2) Mode of further issue of shares***

*A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules."*

- 4. Deletion of the definition of "Seal" stated under Interpretation Clause 2(1)(b).**
- 5. Clause 6(iii) of the Articles of Association of the Company by deleting the same and substituting in its place and stead, the following 6(iii):**

*"Every Certificate shall be issued under the signature of two directors and shall specify the shares to which it relates and the amount paid-up thereon."*

- 6. Clause 78 of the Articles of Association of the Company by deleting the same and substituting in its place and stead, the following clause 78:**

***"Signing of the Documents***

*78. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director or the Managing Director or such other person as the Board of Directors may appoint for the purpose."*

***"RESOLVED FURTHER THAT* the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."**

By order of Board of Directors  
For **Alphalogic Techsys Limited**

**Anshu Goel**  
**Managing Director & CFO**

**Date: 12-06-2024**  
**Place: Pune**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has issued its circular 17/57/2021-CL-MCA dated September 25, 2023 read with circulars dated December 28, 2022, April 8, 2020, April 13, 2020, May 5, 2020, May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (in continuation with other circulars issued in this regard) inter-alia, permitted the holding of AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars issued by the MCA and SEBI, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 06th AGM shall be the Registered Office of the Company.
2. Since the AGM is being held through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by members is not available, as provided in the MCA Circulars and hence the proxy form and attendance slip are not annexed to this notice. Pursuant to the provisions of Sections 112 and 113 of the Act, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e- Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.alphalogicinc.com](http://www.alphalogicinc.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 07, 2023 read with the MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 13th May, 2022 (the 'SEBI Circular'):
- a) Notice of the AGM along with the Integrated Report for the financial year 2023-24 is being sent to the Members, and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository). Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form.
  - b) The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on 07th June 2024.
  - c) The Notice of the AGM and the Integrated Report for the financial year 2023-24 will be available on the website of the Company [www.alphalogicinc.com](http://www.alphalogicinc.com) , and on the website of Bombay Stock Exchange Limited <https://www.bseindia.com> , in compliance with the MCA Circulars.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on 01<sup>st</sup> July, 2024 at 09:00 A.M. and ends on 05<sup>th</sup> July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 29<sup>th</sup> June, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29<sup>th</sup> June, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> </ol>

	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on</li> </ol>



	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandacharya@gmail.com](mailto:csanandacharya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@alphalogiclimited.com](mailto:cs@alphalogiclimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat.

**The Instructions for Members for E-Voting on the day of the AGM are as under: -**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are required to click on VC/OAVM link placed under join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
  - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [alphalogic.cs@gmail.com](mailto:alphalogic.cs@gmail.com) The same will be replied by the company suitably.
1. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by filling the below given google form at <https://www.alphalogicinc.com/sixth-agm>.
  2. Members are requested to send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
  3. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
  4. Register of Members and Share Transfer Books of the Company will remain closed from 29<sup>th</sup> June 2024 to 06<sup>th</sup> July 2024 (both days inclusive).
  5. Details of Director retiring by rotation / seeking appointment / re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

By order of the Board of Directors  
for **Alphalogic Techsys Limited**

**Anshu Goel**  
**Managing Director & CFO**

**Date: 12-06-2024**  
**Place: Pun**

**Annexure to the Notice**  
**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4: Increase in Authorized share capital of the Company and Alteration in Capital Clause “V” of Memorandum of Association of the Company.**

Presently, the Authorized Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 5,20,00,000 (Five Crore Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each. In order to facilitate issue of bonus shares and for future fund raising requirements, if any, it is proposed to increase the existing Authorized Share Capital of the Company from existing Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) to Rs. 33,00,00,000/- (Rupees Thirty-Three Crores Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each subject to compliance of Statutory provisions of the Companies Act, 2013 and also to amend Clause V of the Memorandum of Association in this regard. As per the provisions of the Companies Act, 2013 Member’s approval is required to give effect to the proposed resolution. The Board considers the said Resolution in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board of directors recommends the aforesaid Resolution set out at Item No. 4 of the Notice for approval by the shareholders by way of Ordinary Resolution.

**Item No. 5: Issue of Bonus Equity Shares.**

The Board of Directors in its meeting held on May 22, 2024 considered, approved and recommended an issue of bonus shares in the proportion of 14:48 i.e. 14 (Fourteen) new Equity Shares of the Company of Rs. 5/- (Rupees Five only) each for every 48 (Forty-Eight) existing Equity Shares of the Company of Rs. 5/- (Rupees Five only) each held by the Members on the “Record Date” to be determined by the Board from amount standing to the credit of free reserves and/or the securities premium account as at March 31st, 2024.

The bonus shares upon their issue and allotment shall rank pari-passu in all respects with the existing shares including dividend, if any. As on March 31<sup>st</sup>, 2024 the Audited Cumulative reserves and surplus of the Company is Rs. 522.21 Lakhs. The Securities Premium of the Company shows a balance of 450.29 Lakhs as on May 08, 2024. The reserves and surplus including security premium required for implementing the bonus issue required is Rs. 706.96 Lakhs. The issue of bonus shares needs to be considered in the interest of the shareholders and to enhance liquidity of the shares of the Company. The issue of bonus equity shares by way of capitalization of the sums standing to the credit of Free Reserve, as may be considered appropriate for the purpose of issue of bonus equity shares requires members’ approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board at a later date. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders’ approval.

The Company has proposed to create a reserve of up to Rs. 7,06,96,425/- (Rupees Seven Crores Six Lakhs Ninety-Six Thousand Four Hundred and Twenty-Five Only) or such other sum including required for adjustment/treatment of fraction as may be considered necessary by the Board of Directors out of the Capital Redemption Reserve, General Reserve, Retained Earnings, Securities Premium Account and/or any other permitted reserves/ surplus of the Company for the purpose of issue of bonus equity shares of Rs. 5/- each, credited as fully paid to the eligible members, as on record dated fixed for the purpose of bonus issue.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board of directors recommends the aforesaid Resolution set out at Item No. 5 of the Notice for approval by the shareholders by way of Ordinary Resolution.

**Item No. 6: Approval of existing as well as new material related party transactions with Company and/or its Subsidiaries.**

Pursuant to provisions of Section 188 of the Companies Act, 2013 ( the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company's policy on related Party transactions, and any other applicable provisions including any amendments thereto for the time being in force, the Audit Committee of the company and Board at their meeting held on 22<sup>nd</sup> May, 2024 have passed the Unanimous Resolution, subject to the approval of members in ensuing Annual General Meeting (AGM) to enter into contract(s)/arrangement(s)/transaction(s) with related parties as prescribed hereunder in which any of the Director(s) of the Company is interested in any capacity whatsoever, for the purchase and sale of goods & services and any such transactions as the Board may deem fit for the operations of the Company and on such terms and conditions as the Board of Directors may deem fit, to a maximum aggregate value of Rs. 80,00,00,000 (Eighty Crores Only) for the F.Y. 2024-25 and thereafter, provided that the same contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S.No.	Name of the Company /Body Corporate in which directors are interested.	Maximum amount upto which contract(s)/arrangement(s)/transaction(s) with related parties may be provided by the company
01	Mr. Anshu Goel (Director & Promoter)	Rs. 50,00,000/-
02	Alphalogic Industries Limited (formerly known as Alphalogic Trademart Limited)	Rs. 23,00,00,000/-
03	Neo Mega Steel LLP	Rs. 21,00,00,000/-
04	AG Enterprises	Rs. 50,00,000/-
05	Any other Company/Body Corporate/Firms in which any of the Directors or their Relatives are interested.	Rs. 35,00,00,000/-

Further, pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 as amended, it is required to approve the material related party transactions entered into during the year under review by the shareholders. The details of such transaction are mentioned in Form AOC-2 annexed to the Board Report being the part of this annual report.

The material related party transactions entered into by the subsidiary also require prior approval of shareholders of the holding company and therefore the Board also recommends for approval of members, material related party transactions by the Subsidiary company i.e., Alphalogic Industries Limited for a maximum amount of Rs. 80,00,00,000/- for the financial year 2024-25 and thereafter.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution as set out in Item No. 6 except to the extent of their shareholding and directorship in the company and its subsidiaries.

The Board of directors recommends the aforesaid Resolution set out at Item No. 6 of the Notice for approval by the shareholders by way of Ordinary Resolution.

**Item No. 7: Approval for re-appointment of Mr. Rohan Kishor Wekhande, (DIN: 08197194) as a Non-Executive Independent Director of the Company.**

Mr. Rohan Kishor Wekhande, (DIN: 08197194) was appointed as the Independent Director of the Company at its Extra Ordinary General Meeting held on 15<sup>th</sup> June, 2019 for a term of 5 (five) years from 15<sup>th</sup> June, 2019 upto 14<sup>th</sup> June, 2024, under the provisions of Section 149 and Section 152 of the Act. Since he shall complete one term in June 2024, he is eligible for reappointment for second term as Independent Director.

The performance evaluation of Mr. Rohan Kishor Wekhande, (DIN: 08197194) was conducted by the Board of Directors on the basis of various criteria as approved by the Nomination and Remuneration Committee and adopted by the Board. Accordingly, based on aforesaid performance evaluation, the Nomination and Remuneration Committee and the Board of Directors at its meetings held on June 12, 2024, have recommended the re-appointment of Mr. Rohan Kishor Wekhande, (DIN: 08197194) as an Independent Director of the Company for a second term of 5 (five) years, from 15<sup>th</sup> June, 2024 upto 14<sup>th</sup> June, 2029, and he shall not be liable to retire by rotation. As per the provisions of Section 149 of the Act, members' approval is required by way of Special Resolution for his re-appointment.

The Company has received declaration from Mr. Rohan Kishor Wekhande confirming that he meets with the criteria of independence as prescribed under Section 149(6) of the Act, and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in the opinion of the Board, he fulfils all the conditions specified in the Act, for such reappointment.

Mr. Rohan Kishor Wekhande a seasoned professional with over 10 years of experience in the online branding industry. He has worked with startups and corporates, and has a deep understanding of the needs of organizations of all sizes. Mr. Rohan Wekhande is an alumni of FLAME University, and is a mentor to consumer-based startups at the Flame Center for Entrepreneurship & Innovation. He is a passionate advocate for entrepreneurship and innovation, and is committed to helping young businesses succeed.



None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Rohan Wekhande himself, to whom this resolution pertains and his relatives, are in any way concerned or interested in the resolution as set out at Item no. 7 of this Notice.

The Board recommends the Resolution as set out at Item no. 7 of the Notice for approval of the Members as a Special Resolution.

**Item No. 8: Approval for re-appointment of Mr. Anshu Goel (DIN: 08290775) as Managing Director and CFO of the company. –**

The Board at its meeting held on 12.06.2024 and subject to approval of the members of the Company, re-appointed Mr. Anshu Goel (DIN: 08290775) as Managing Director of the company for a period of 5 (Five) years with effect from 15<sup>th</sup> June, 2024 to 14<sup>th</sup> June, 2029, pursuant to the recommendation of Nomination and Remuneration Committee during his term of office and his office shall be liable to retire by rotation.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved the re-appointment of Mr. Anshu Goel (DIN: 08290775) as Managing Director and CFO of the Company subject to the approval of the shareholders at this Annual General Meeting.

It is proposed to seek approval of the members for re-appointment and remuneration payable to Mr. Anshu Goel (DIN: 08290775) as Managing Director and CFO in terms of the applicable provisions of the Act.

Anshu Goel holds a bachelor's degree in computer engineering and has to his credit over 18 years of rich experience in the IT industry. He is largely responsible for the efficient operations of Alphalogic Techsys Limited. In view of the current business scenario and the future expansions, the company is contemplating on, it is beneficial for the Company to have his continued services for the smooth business operations and future growth.

The key terms and conditions including remuneration relating to the re-appointment of Mr. Anshu Goel as Managing Director of the Company (hereinafter referred as 'Managing Director') are as follows:

**A. Tenure of Agreement:**

Five years with effect from June 15, 2024, to June 14, 2029.

**B. Nature of Duties:**

i. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such company.

- ii. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii. The Managing Director undertakes to employ the best of his skills and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**C. Remuneration:**

**i. Salary:** Basic Salary of Rs. 1,50,000/- per month; Up to a maximum of Rs. 3,00,000/- per month. The annual increments will be effective 1st April each year as decided by the Board based on the recommendation of the NRC, the same will be performance based and will take into account the Company's performance as well, within the said maximum amount.

**ii. Benefits, Perquisites & Allowances:** In addition to the Salary referred to in (i) above, the Managing Director be entitled to:

(a) Hospitalisation and major medical expenses, car facility, telecommunication facility and housing loan facility as decided by the Board of Directors of the Company.

(b) Other Perquisites and Allowances subject to a maximum of 55% of the annual basic salary; this shall include medical allowance, leave travel concession/allowance and other allowances, personal accident insurance, club membership fees.

**iii. Performance Linked Bonus/Incentives:** In addition to the Salary, Benefits, Perquisites and Allowances, the Managing Director may be paid such remuneration by way of Performance Linked Bonus - This Performance Linked Bonus would be payable quarterly and/or annually as per the Company's Policy subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the NRC/Board, subject to maximum of 200% of the annual basic salary.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Anshu Goel himself, to whom this resolution pertains and his relatives, are in any way concerned or interested in the resolution as set out at Item no. 8 of this Notice.

The Board recommends the Special Resolution set out in item no. 8 of the notice for the approval of the members of the Company.

**Item No. 9: Approval for raising of capital by way of public or private offerings, including through a Qualified Institutions Placement to eligible investors through an issuance of Equity Shares or other eligible convertible securities for an amount not exceeding Rs. 105 Crores;**

The Company is in expansion phase and foresees opportunities for growth, as it continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth on a consolidated basis and would require funds for achieving such growth and expansion. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for raising funds by way of public issue or private offerings including by one or more qualified institutions placement to eligible investors through issuance of Equity Shares or other Eligible Securities, in one or more tranches, and use the proceeds from such Issue for meeting the fund requirements for its growth, capital expenditure, working capital requirements, refinancing or repayment or prepayment of the existing borrowings of the

Company and/or its subsidiaries, investment in subsidiaries, investment in organic and inorganic opportunities for backwards and forward integration and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors of the Company ("Board" which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on 12<sup>th</sup> June, 2024, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to enable raising of funds by way of issuance of Equity Shares having a Face Value Rs. 05 each ("Equity Shares"), and / or other Eligible Securities convertible into Equity Shares (including warrants or otherwise), fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into Equity Shares {all of which are hereinafter collectively referred to as "Eligible Securities") or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 105 Crores (Rupees One Hundred and Five Crores) (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) ("SEBI ICDR Regulations").

The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 ('the Act') and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange limited and BSE limited ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs ("MCA"), Government of India, Registrar of Companies at Coimbatore, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue is made through a Qualified Institutions Placement:

- i. the allotment of Eligible Securities (or any combination of Securities as maybe decided by the Board) shall only be made to Qualified Institutional Buyers ("QIBs") as defined under SEBI ICDR Regulations;

- ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii. the Eligible Securities proposed to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;
- iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution and the Company shall not undertake any subsequent QIP until two weeks after this QIP or such other time in accordance with the SEBI ICDR Regulations and applicable laws;
- v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- vi. no single allottee shall be allotted more than 50% of the Issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
- viii. the “Relevant Date” for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such eligible convertible securities become entitled to apply for Equity Shares as provided under the SEBI ICDR Regulations;
- ix. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, offer a discount of not more than 5% as per Regulation 176 of SEBI ICDR regulations or such other percentage as may be permitted under applicable law to the QIP Floor Price;
- x. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;
- xi. a minimum of 10% of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- xii. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;
- xiii. no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoters in terms of the SEBI ICDR Regulations;
- xiv. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been

listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchange where the existing Equity Shares of the Company is listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said issue.

None of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item Number 9 of the accompanying Notice as a Special Resolution.

#### **Item No. 10: Approval of alteration of Article of Association of the company.**

The Existing clause 8 of the Articles of Association of the Company restricts recognition of person holding any share upon any trust. This restriction is not favourable for the shareholders of the Company who may want to hold the shares by way of trust. In the interest of the shareholders, to enable them to hold shares upon any trust, deletion of Clause 8 of the Articles of Association of the Company is required.

The Existing clause 12A of the Articles of Association of the Company empowers the board to increase its subscribed capital by issue of further shares and describes the modes of such issue.

The Companies Act, 2013 allows to Board of Directors to delegate some of its power. To align with the company's future plans for raising further capital, the Board of Directors proposes an amendment to the Articles of Association. This amendment involves amending the clause 12 and deleting the existing clause 12A and substituting a revised clause as clause 8. The revised clause aims to provide greater clarity and alignment with the company's strategic goals.

Pursuant to enactment of the Companies (Amendment) Act, 2015, the use of common seal has been made optional for companies. The Company executes / enters into various agreement with financial institutions and regulatory authorities during the course of its business activities, where common seal is affixed in the manner specified by the Board. The requirement of affixing common seal is mandated in such agreements and documents as the Articles of Association ("AoA") of the Company contain regulations governing affixing of common seal and maintenance thereof. In view of the requirement of common seal having been dispensed with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AoA of the Company by altering / deleting the relevant articles in the AOA of the Company, pertaining to common seal.

The Resolution at Item No. 10 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

The Board recommends passing of the aforesaid resolution as set out in Item Number 10 of the accompanying Notice as a Special Resolution.

By order of the Board of Directors  
for **Alphalogic Techsys Limited**

**Anshu Goel**  
**Managing Director & CFO**

**Date: 12-06-2024**  
**Place: Pune**